

RECORDATION NO. 19747-6  
FILED

MAR 26 '08 -10 30 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 26, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Termination, Release of Liens and Bill of Sale, dated as of March 25, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Number 19747.

The names and addresses of the parties to the enclosed document are:

Lessee:	Union Pacific Railroad Company 1400 Douglas Street Omaha, NE 68179
Lessor:	Topeka Locomotive Lease Co., Ltd. c/o Babcock & Brown Hills Plaza 2 Harrison Street, 6th Floor San Francisco, CA 94105
Indenture Trustee:	The Bank of New York Trust Company, N.A. (as successor to Harris Trust and Savings Bank) 2 North LaSalle Street Chicago, IL 60602

Anne K. Quinlan, Esquire  
March 26, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

18 GE AC4400/6000 CW locomotives: UP 7030 - UP 7047.

A short summary of the document to appear in the Index is:

Lease Termination, Release of Liens and Bill of Sale.

Also enclosed is a check in the amount of \$35.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

**EXECUTION VERSION**

(UPRR 1995B-Y)

**LEASE TERMINATION,  
RELEASE OF LIENS  
AND  
BILL OF SALE**

Dated as of March 25, 2008

Among

**UNION PACIFIC RAILROAD COMPANY**

as Lessee

**TOPEKA LOCOMOTIVE LEASE CO., LTD.**

as Lessor

and

**THE BANK OF NEW YORK TRUST COMPANY, N.A.  
(FORMERLY HARRIS TRUST AND SAVINGS BANK)**

as Indenture Trustee

**THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT B ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE EQUIPMENT DESCRIBED ON EXHIBIT A ATTACHED HERETO.**

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MAR 26 '08

-10 30 AM

Bill of Sale  
Topeka/Union Pacific  
SURFACE TRANSPORTATION BOARD

THIS LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE (this "Agreement"), dated as of March 25, 2008 among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), TOPEKA LOCOMOTIVE LEASE CO., LTD., a corporation formed under the laws of the Cayman Islands, (the "Lessor") and THE BANK OF NEW YORK TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK), a national banking association (the "Indenture Trustee").

WITNESSETH

WHEREAS, (i) the Lessor and the Lessee have heretofore entered into a Lease Agreement and supplements thereto (the "Lease"), an Assignment Agreement (the "Assignment") and a Lessor Security Agreement (the "Lessor Security Agreement"), each dated as of December 1, 1995; (ii) the Lessor, the Lessee and the Indenture Trustee have heretofore entered into a Trust Indenture and Security Agreement and supplements thereto (the "Trust Indenture and Security Agreement") and Lease Assignment (the "Lease Assignment"), each dated as of December 1, 1995 (Capitalized terms used herein without definition shall have the respective meanings set forth in the Lease);

WHEREAS, the Lease provides for the transfer of all of the Lessor's right, title and interest in and to the Locomotives listed on Exhibit A attached hereto and incorporated herein by this reference (the "Equipment") and for the termination of the Lease should Lessee exercise its purchase option in accordance with Section 19 of the Lease; and

WHEREAS, the Lessee provided notice to Lessor dated February 12, 2008 that it has elected to exercise its purchase option and has paid the Purchase Price in full in accordance with Section 19 of the Lease;

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Lessor does hereby acknowledge the Lessee's payment of the Purchase Price; and (a) any and all Liens under the Lessor Security Agreement are hereby released and canceled; and (b) the Lease is hereby terminated and canceled with respect to the Equipment, and the Lessor does hereby grant, bargain, sell, transfer and convey unto the Lessee without recourse or warranty except as provided in this paragraph all of its right, title and interest in and to the Equipment, including any and all rights in the Assignment, "as is, where is," free and clear of all right, title and interest of the Lessor and the Lessor's Liens, to have and to hold all and singular the Equipment unto the Lessee, its successors and assigns forever; provided that the Lessee agrees that nothing contained herein shall prejudice those rights of the Lessor which are intended under the Lease to survive the termination thereof.

2. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

3. This Agreement shall be filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit B attached hereto, and the interests of the parties evidenced thereby, shall be terminated or released, as the case may be, with respect to the Equipment described on Exhibit A attached hereto.

4. This Agreement shall be governed by and construed in accordance with the laws of New York.

**Bill of Sale  
Topeka/Union Pacific**

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,  
as Lessee

By: 


Name:

Title:

**Gary W. Grosz  
Assistant Treasurer**

**Bill of Sale**  
**Topeka/Union Pacific**

THE BANK OF NEW YORK TRUST COMPANY, N.A.  
as Indenture Trustee

By:   
Name: \_\_\_\_\_  
Title: **D. G. DONOVAN**  
**VICE PRESIDENT**

**Bill of Sale  
Topeka/Union Pacific**

State of Nebraska     )  
                              )  
County of Douglas    )     ss

On this 25th day of March, 2008, before me, a notary public, personally appeared Gary W. Gross, to me personally known, who being by me duly sworn says that he is the Asst. Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Pam Neuman  
Notary Public

My Commission Expires: 12-15-2010

Bill of Sale  
Topeka/Union Pacific

State of New York )  
County of New York )

ss

On, this 20 day of March, 2008, before me, a notary public, personally appeared Karen Lagerstrom, to me personally known, who being by me duly sworn says that she is the Attorney-in-fact of TOPEKA LOCOMOTIVE LEASE CO., LTD. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

**VENICE WARMSLEY**  
NOTARY PUBLIC, STATE OF NEW YORK  
Registration No. 01WA6154883  
Qualified in Kings County  
Commission Expires Oct. 23, 2010

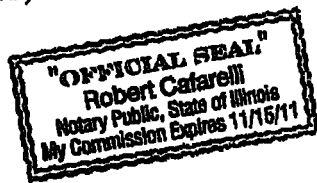


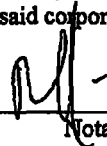
Bill of Sale  
Topeka/Union Pacific

State of Illinois )  
 )  
County of Cook ) ss

On this 25th day of March, 2008, before me, a notary public, personally appeared D. G. DONOVAN, to me personally known, who being by me duly sworn says that he is the VICE PRESIDENT of THE BANK OF NEW YORK TRUST COMPANY N.A. (successor to HARRIS TRUST AND SAVINGS BANK) as Indenture Trustee and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



  
\_\_\_\_\_  
Notary Public

My Commission Expires:

**Bill of Sale  
Topeka/Union Pacific**

**Exhibit A**

**SCHEDULE OF EQUIPMENT**

<b><u>Description</u></b>	<b><u>Quantity</u></b>	<b><u>Road Number</u></b>
General Electric AC4400/6000 CW diesel electric locomotives	18	UP 7030 – UP 7047, inclusive

Exhibit B  
Page 1 of 2

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>
Memorandum of Lease Agreement (UPRR 1995B-Y) dated as of December 1, 1995	December 4, 1995	19747
Memorandum of Trust Indenture and Security Agreement (UPRR 1995B-Y) dated as of December 1, 1995	December 4, 1995	19747-A
Memorandum of Lease Supplement No. 1 (UPRR 1995B-Y) dated as of December 1, 1995	December 4, 1995	19747-B
Memorandum of Trust Indenture Supplement No. 1 (UPRR 1995B-Y) dated as of December 1, 1995	December 4, 1995	19747-C
Memorandum of Assignment Agreement (UPRR 1995B-Y) dated as of December 1, 1995	December 4, 1995	19747-D
Memorandum of Lease Assignment (UPRR 1995B-Y) dated as of December 1, 1995	December 4, 1995	19747-E
Memorandum of Lessor Security Agreement (UPRR 1995B-Y) dated as of December 1, 1995	December 4, 1995	19747-F

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Exhibit B  
Page 2 of 2

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Document Key</u>
Memorandum of Lease Agreement (UPRR 1995B-Y) dated as of December 1, 1995	December 27, 1995	1353
Memorandum of Trust Indenture and Security Agreement (UPRR 1995B-Y) dated as of December 1, 1995	December 27, 1995	1355
Memorandum of Lease Supplement No. 1 (UPRR 1995B-Y) dated as of December 1, 1995	December 27, 1995	1354
Memorandum of Trust Indenture Supplement No. 1 (UPRR 1995B-Y) dated as of December 1, 1995	December 27, 1995	1356
Memorandum of Lessor Security Agreement (UPRR 1995B-Y) dated as of December 1, 1995	December 27, 1995	2138

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/26/08



\_\_\_\_\_  
Robert W. Alvord